

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

IN RE:

W.R. GRACE & CO., et al.,

Debtors.

Chapter 11

Case No. 01-1139 (JKF)

Jointly Administered

**NO ORDER REQUIRED
CERTIFICATION OF NO OBJECTION TO THE THIRTY-EIGHTH QUARTERLY
FEE APPLICATION OF KRAMER LEVIN NAFTALIS & FRANKEL LLP, COUNSEL
TO THE OFFICIAL COMMITTEE OF EQUITY SECURITY HOLDERS, FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD
JULY 1, 2011 THROUGH SEPTEMBER 30, 2011
[RE: DOCKET NO. 28002]**

On November 18, 2011, Kramer Levin Naftalis & Frankel LLP ("Kramer Levin"), counsel to the Official Committee of Equity Security Holders, filed its Thirty-Eighth Quarterly Fee Application for Compensation and Reimbursement of Expenses [Docket No. 28002] (the "Application"). The Application provided an objection deadline of 4:00 p.m. (Eastern Time) on December 8, 2011. The undersigned hereby certifies that she has received no answer, objection or any responsive pleading with respect to the Application and that no answer, objection or any responsive pleading with respect to the Application has been filed with the Court.

Pursuant to the Amended Administrative Order Under 11 U.S.C. §§105(a) and 31 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members (the "Order") dated May 3, 2001, the Debtors are authorized to pay Kramer Levin Naftalis & Frankel LLP \$39,915.20 which represents 80% of the fees (\$49,894.00) and \$2,308.18 which represents 100% of the expenses, requested in the Application for the period July 1, 2011 through September 30, 2011, upon the filing of this

Certification and without the need for entry of a Court order approving the Application.

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By: /s/ Teresa K.D. Currier

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-and-

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Dated: December 12, 2011